

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:

**TELEGLOBE COMMUNICATIONS
CORPORATION, ET AL.,**

DEBTORS.

**CASE NO. 02-11518 (MFW)
(Jointly Administered)**

Tele globe USA Inc. et al.,

Plaintiff,

v.

BCE Inc. et al.,

Defendants.

CIV. ACTION NO. 04-1266 (SLR)

**AFFIDAVIT OF BETH W. BIVANS IN SUPPORT OF INTERVENOR
VARTEC TELECOM, INC.'S MOTION FOR PROTECTIVE ORDER**

**STATE OF TEXAS §
 §
COUNTY OF DALLAS §**

BEFORE ME, the undersigned authority, on this day personally appeared Beth W. Bivans, known to me to be the person whose name is subscribed below as affiant, and did depose and state under oath as follows:

“My name is Beth W. Bivans. I am a citizen of the United States, over the age of 18 years and qualified in all respects to make this Affidavit. I am an attorney licensed *pro hac vice* to practice law in Tele globe’s bankruptcy proceeding in the District of Delaware. I am a partner in the law firm of Hughes & Luce, L.L.P., and I represent Intervenor VarTec Telecom, Inc. (“VarTec”) in the above-referenced and numbered cause. I make this Affidavit based solely upon my personal knowledge. I have reviewed the documents submitted by VarTec in support

of its Motion for Protective Order Regarding Defendants' Second Request for Production of Documents, and to the best of my knowledge, the documents identified below as exhibits to VarTec's for Protective Order are authentic copies of the original documents."

1. "Exhibit 1, attached hereto, is a true and correct copy of VarTec's Motion to Partially Lift the PSLRA Discovery Stay, dated April 29, 2005, submitted in connection with the proceeding styled *VarTec Telecom, Inc., et al. v. BCE, Inc., et al.*; Cause No. ECF 03-2203 (RJL), pending in the United States District Court for the District of Columbia.

2. "Exhibit 2, attached hereto, is a true and correct copy of the Confidentiality Agreement between the Debtors and VarTec, dated May 27, 2003."

3. "Exhibit 3, attached hereto, is a true and correct copy of Defendants' Second Request for Production of Documents and Directed to the Debtors."

4. "Exhibit 4, attached hereto, is a true and correct copy of a letter from Beth W. Bivans to Randall Miller and Pauline K. Morgan, dated January 18, 2005."

5. "Exhibit 5, attached hereto, is a true and correct copy of The Debtors' Response to Defendants' Second Request for Production of Documents."

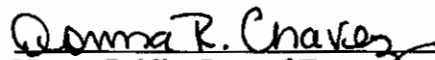
6. "Exhibit 6, attached hereto, is a true and correct copy of a letter from Russell C. Silberglie to Beth W. Bivans, dated April 26, 2005."

FURTHER AFFIANT SAYETH NOT.

EXECUTED this 9th day of May 2005.


BETH W. BIVANS

SUBSCRIBED AND SWORN TO BEFORE ME on this 9th day of May 2005.


Notary Public, State of Texas

My Commission Expires:

9/26/06

